

Results of Scheme Meetings

8 April 2025

SG Fleet Group Limited (ASX: SGF) (**SG Fleet**) is pleased to announce that, at the Scheme Meetings held today, SG Fleet Shareholders approved by the requisite majorities the proposed scheme of arrangement under which Westmann Bidco Pty Limited (**Bidco**), an entity owned and controlled by funds managed or advised by Pacific Equity Partners Pty Limited (**PEP**), will acquire 100% of the shares in SG Fleet (**Scheme**).

Unless otherwise indicated, capitalised terms used in this announcement have the meaning given to them in the Scheme Booklet in relation to the Scheme dated 21 February 2025.

Results of the General Scheme Meeting

In accordance with ASX Listing Rule 3.13.2 and section 251AA of the *Corporations Act 2001* (Cth), SG Fleet advises that the resolution to approve the Scheme as set out in the Notice of General Scheme Meeting at Attachment B of the Scheme Booklet (**General Scheme Resolution**), was passed by the requisite majorities of General Shareholders at the General Scheme Meeting held earlier today. In summary:

- 90.61% of General Shareholders present and voting at the General Scheme Meeting (or by proxy, attorney or corporate representative) voted in favour of the General Scheme Resolution; and
- 99.61% of the votes cast by General Shareholders present and voting at the General Scheme Meeting (or by proxy, attorney or corporate representative) were in favour of the General Scheme Resolution.

Details of the valid proxies received, and votes cast at the General Scheme Meeting are set out in **Annexure A** to this announcement.

Results of the Relevant Management Shareholder Scheme Meeting

In accordance with ASX Listing Rule 3.13.2 and section 251AA of the *Corporations Act 2001* (Cth), SG Fleet advises that the resolution to approve the Scheme as set out in the Notice of Relevant Management Shareholder Scheme Meeting at Attachment C of the Scheme Booklet (**Relevant Management Shareholder Scheme Resolution**), was passed by the requisite majorities of Relevant Management Shareholders at the Relevant Management Shareholder Scheme Meeting held earlier today. In summary:

- 100% of Relevant Management Shareholders present and voting at the Relevant Management Shareholder Scheme Meeting (or by proxy, attorney or corporate representative) voted in favour of the Relevant Management Shareholder Scheme Resolution; and

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- 100% of the votes cast by Relevant Management Shareholders present and voting at the Relevant Management Shareholder Scheme Meeting (or by proxy, attorney or corporate representative) were in favour of the Relevant Management Shareholder Scheme Resolution.

Details of the valid proxies received, and votes cast at the Relevant Management Shareholder Scheme Meeting are set out in **Annexure B** to this announcement.

Next Steps

The Scheme remains subject to the approval of the Supreme Court of New South Wales (**Court**) at the Second Court Hearing scheduled for 9.15am (Sydney time) on Tuesday, 15 April 2025, and certain other conditions precedent as previously announced and described in the Scheme Booklet dated 21 February 2025.

If the outstanding conditions precedent are satisfied or waived (if applicable) prior to the Second Court Hearing on Tuesday, 15 April 2025 and the Court approves the Scheme, SG Fleet proposes to lodge an office copy of the orders of the Court with the Australian Securities and Investments Commission (**ASIC**) on Wednesday, 16 April 2025, at which time the Scheme will become legally effective and binding on SG Fleet Shareholders. It is then expected that:

- SG Fleet Shares will be suspended from trading at the close of trading on the ASX on Wednesday, 16 April 2025; and
- the Scheme will be implemented on Wednesday, 30 April 2025, at which time the Scheme Consideration will be issued to SG Fleet Shareholders.

Further information

If you have any further questions in relation to the Scheme or the Scheme Booklet, please contact the Shareholder Information Line on (02) 8016 2858 Monday to Friday (excluding public holidays) between 8.30am and 5.30pm (Sydney time).

This announcement was authorised for release by Tawanda Mutengwa, Company Secretary of SG Fleet Group Limited.

For further information, please contact:

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**SG Fleet Group Limited
General Scheme Meeting
Tuesday, 08 April 2025
Results of Meeting**

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2.

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result	If s250U applies
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried	
Scheme Resolution Approval of the Scheme of Arrangement	Special	259,943,752 99.42%	1,023,816 0.39%	500,084 0.19%	8,517	260,448,155 99.61% 226 90.40%	1,024,031 0.39% 24 9.60%	8,517 2	Carried	NA

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.

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SG Fleet Group Limited
Relevant Management Shareholder Scheme Meeting
Tuesday, 08 April 2025
Results of Meeting

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2.

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result	If s250U applies
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried	
Scheme Resolution Approval of the Scheme of Arrangement	Special	13,025,051	0	100,530	0	13,159,955	0	0	Carried	NA
		99.23%	0.00%	0.77%		100.00%	0.00%			
						38	0	0		
						100.00%	0.00%			

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.

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